

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION CORPORATION, Plaintiff-Applicant, v. BERNARD L. MADOFF INVESTMENT SECURITIES LLC, Defendant.	Adv. Pro. No. 08-01789 (SMB) SIPA LIQUIDATION (Substantively Consolidated)
In re: BERNARD L. MADOFF, Debtor.	
IRVING H. PICARD, Trustee for the Liquidation of Bernard L. Madoff Investment Securities LLC, Plaintiff, v. STEPHEN R. GOLDENBERG, Defendant.	Adv. Pro. No. 10-04946 (SMB)

DECLARATION OF MATTHEW A. KUPILLAS

I, MATTHEW A. KUPILLAS, declare as follows:

1. I am a member of Milberg LLP with offices located at One Pennsylvania Plaza, New York, NY 10119. My firm serves as counsel to defendant Stephen R. Goldenberg (“Defendant”) in the above-captioned proceeding. I am authorized to make this Declaration on Defendant’s behalf.

2. Exhibit A contains a true and accurate copy of the Parties’ Stipulation Regarding Account Statement regarding Defendant’s customer account statement, which was entered into

and agreed upon by the Parties on November 15, 2017. Attached to Exhibit A is a copy of Defendant's account statement from Bernard L. Madoff Investment Securities LLC for the period ending November 30, 2006.

3. Appendix A to Defendant's Memorandum of Law in Opposition to Trustee's Motion for Summary Judgment is an accurate computation of the statute of repose's effect on the Trustee's claims.

I declare under penalty of perjury that the foregoing is true and correct.

By: /s/ Matthew A. Kupillas
MILBERG LLP
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Dated: November 16, 2017
New York, NY

740658v1

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: BERNARD L. MADOFF, Debtor.	
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STIPULATION REGARDING ACCOUNT STATEMENT

Plaintiff Irving H. Picard (the “Trustee”), the trustee for the liquidation of Bernard L. Madoff Investment Securities LLC (“Madoff Securities”) and the substantively consolidated estate of Bernard L. Madoff (“Madoff”), and Defendant Stephen R. Goldenberg (“Defendant,” and together with the Trustee, the “Parties”) hereby agree to this Stipulation Regarding Account Statement. For the purposes of the motions for summary judgment only, the Parties agree that the below is part of the summary judgment record and admissible for all purposes:

1. The 11/30/2006 account statement of Stephen R. Goldenberg, attached as Exhibit 1 to this Stipulation, which is a true copy of a BLMIS account record produced by the Trustee to Defendant in this litigation at Bates numbers MDPTPP01311584-589.

Dated: November 15, 2017
New York, NY

By: /s/ Keith R. Murphy
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New York, NY 10111
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*Attorneys for Plaintiff Irving H. Picard,
Trustee for the Substantively Consolidated
SIPA Liquidation of Bernard L. Madoff
Investment Securities LLC and the Estate of
Bernard L. Madoff*

By: /s/ Matthew A. Kupillas
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Matthew A. Kupillas
mkupillas@milberg.com

*Attorneys for Defendant Stephen R.
Goldenberg*

EXHIBIT 1

STEPHEN R GOLDENBERG

11/30/06 1

430 W HOPKINS
ASPEN

CO 81611

1-CM391-3-0 *****4768

			BALANCE FORWARD		312,589.80	
11/20			FIDELITY SPARTAN	DIV		23.71
			U S TREASURY MONEY MARKET			
			DIV 11/20/06			
11/20	2,245	6748	FIDELITY SPARTAN	1	2,245.00	
			U S TREASURY MONEY MARKET			
11/20		9,350 96379	FIDELITY SPARTAN	1		9,350.00
			U S TREASURY MONEY MARKET			
11/21		4,752 11068	VERIZON COMMUNICATIONS	35.950		170,644.40
11/21	150,000	15365	U S TREASURY BILL	98.726	148,089.00	
			DUE 2/22/2007			
			2/22/2007			
11/21	22,556	17908	FIDELITY SPARTAN	1	22,556.00	
			U S TREASURY MONEY MARKET			
11/22			CITI GROUP INC	DIV		3,945.48
			DIV 11/06/06 11/22/06			
11/22			MERRILL LYNCH & CO INC	DIV		363.00
			DIV 11/03/06 11/22/06			
11/27			FIDELITY SPARTAN	DIV		19.27
			U S TREASURY MONEY MARKET			
			DIV 11/27/06			
11/27		24,801 22470	FIDELITY SPARTAN	1		24,801.00
			U S TREASURY MONEY MARKET			
11/27		150,000 26918	U S TREASURY BILL	98.813		148,219.50
			DUE 2/22/2007			
			2/22/2007			

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STEPHEN R GOLDENBERG

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11/27	175,000	30637	U S TREASURY BILL DUE 3/01/2007	98.718	172,756.50	
			3/01/2007			
11/27	283	34635	FIDELITY SPARTAN	1	283.00	
			U S TREASURY MONEY MARKET			
11/30			FIDELITY SPARTAN	DIV		.11
			U S TREASURY MONEY MARKET			
			DIV 11/30/06			
11/30		283 51869	FIDELITY SPARTAN	1		283.00
			U S TREASURY MONEY MARKET			
11/30	4,592	56499	FIDELITY SPARTAN	1	4,592.00	
			U S TREASURY MONEY MARKET			
			NEW BALANCE		305,461.83	
			SECURITY POSITIONS	MKT PRICE		
	6,336		AT&T INC	33.910		
	2,508		ABBOTT LABORATORIES	46.660		
	3,432		ALTRIA GROUP INC	84.210		
	1,980		AMERICAN EXPRESS COMPANY	58.720		
	4,224		AMERICAN INTL GROUP INC	70.320		
	1,848		AMGEN INC	71		
	7,392		BANK OF AMERICA	53.850		
	3,564		CHEVRON CORP	72.320		
	10,032		CISCO SYSTEMS INC	26.880		

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8,052	CITI GROUP INC	49.590
3,300	COCA COLA CO	46.830
3,300	COMCAST CORP	40.460
	CL A	
9,636	EXXON MOBIL CORP	76.810
16,764	GENERAL ELECTRIC CO	35.280
660	GOLDMAN SACHS GROUP INC	194.800
4,488	HEWLETT PACKARD CO	39.460
3,300	HOME DEPOT INC	37.970
9,372	INTEL CORP	21.350
2,508	INTERNATIONAL BUSINESS MACHS	91.920
5,544	J.P. MORGAN CHASE & CO	46.280
4,752	JOHNSON & JOHNSON	65.910
3,564	MERCK & CO	44.510
1,452	MERRILL LYNCH & CO INC	87.430
13,992	MICROSOFT CORP	29.330
1,716	MORGAN STANLEY	76.160
6,600	ORACLE CORPORATION	19.030
2,640	PEPSICO INC	61.970
11,880	PFIZER INC	27.490
5,148	PROCTER & GAMBLE CO	62.790
1,848	SCHLUMBERGER LTD	68.480
4,592	FIDELITY SPARTAN	1
	U S TREASURY MONEY MARKET	
6,600	TIME WARNER INC	20.140

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1,716	UNITED PARCEL SVC INC	77.920
	CLASS B	
175,000	U S TREASURY BILL	98.764
	DUE 3/01/2007	
	3/01/2007	
1,584	UNITED TECHNOLOGIES CORP	64.530
3,168	WACHOVIA CORP NEW	54.190
3,960	WAL-MART STORES INC	46.100
5,412	WELLS FARGO & CO NEW	35.240

MARKET VALUE OF SECURITIES
LONG SHORT
8,524,623.24

STEPHEN R GOLDENBERG

11/30/06

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YEAR-TO-DATE SUMMARY

DIVIDENDS

136,364.14

GROSS PROCEEDS FROM SALES

69,258,251.22

STEPHEN R GOLDENBERG

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			BALANCE FORWARD			312,590.00
11/20		132 78563	S & P 100 INDEX	5.100		67,188.00
			DECEMBER 655 CALL			
11/20	132	83008	S & P 100 INDEX	4.400	58,212.00	
			DECEMBER 645 PUT			
11/20	132	87621	S & P 100 INDEX	1.600	21,252.00	
			NOVEMBER 650 CALL			
11/20		132 92067	S & P 100 INDEX	.400		5,148.00
			NOVEMBER 640 PUT			
			NEW BALANCE			305,462.00
			SECURITY POSITIONS	MKT PRICE		
		132	S & P 100 INDEX	2.850		
			DECEMBER 655 CALL			
	132		S & P 100 INDEX	2.550		
			DECEMBER 645 PUT			
			MARKET VALUE OF SECURITIES			
			LONG	SHORT		
			33,660.00	37,620.00-		